

I, Frank W. Stearns, do hereby state that I am an
 Applicant

 X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZMOD-2008-0013

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<i>PIN</i>	<i>NAME (First, M.I., Last)</i>	<i>ADDRESS (Street, City, State, Zip Code)</i>	<i>RELATIONSHIP (Listed in bold above)</i>
022-15-4155	Sterling Plaza Shopping Center LLC Joseph Reger Morgan Ziegenhein	737 N. Michigan Ave., Suite 2050 Chicago, IL 60611	Title Owner of Parcel /81F10////2A Agent for Title Owner Agent for Title Owner
	Safeway, Inc. Joseph Sullivan	5918 Stoneridge Mall Road Pleasanton, CA 94588	Applicant/Lessee Agent for Applicant
	Venable LLP Frank W. Stearns David R. Lasso Kwasi X. Bosompem	8010 Towers Crescent Drive Suite 300 Vienna, VA 22182	Attorneys/Agents Attorney/Agent Attorney/Agent Urban Planner/Agent
	Kerley Signs, Inc. Michael Gardner	7650 Preston Drive Landover, MD 20785	Designers/Agents Designer/Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)
Sterling Plaza Shopping Center LLC, 875 N. Michigan Ave., Suite 1800, Chicago, IL 60611

Description of Corporation:

☐ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☒ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
N/A	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Daniel T. McCaffery	President

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)
Safeway Inc., 5918 Stoneridge Mall Road, Pleasanton, CA 94588

Description of Corporation:

☐ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☒ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
N/A	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Steve A. Burd	President
Robert L. Edwards	Vice-President/Treasurer
Bruce L. Everette	Executive Vice-President

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)
Kerley Signs, Inc., 7650 Preston Drive, Landover, MD 20785

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Thomas P. Kerley	
Susan K. Kerley	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Thomas P. Kerley	President
Susan K. Kerley	Secretary/Treasurer

Check if applicable:

___ There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)
Venable LLP, 8010 Towers Crescent Drive, Suite 300, Vienna, VA 22182

☒ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
	All Venable Partners are General Partners

Partners

Adams , David G.	Bronstein , John D.	Cumbie , James E.
Adducci , Steven A.	Bruton , Jennifer	Currie, Andrew J.
Albrecht , Ralph P.	Bryan , Sally R.	Curtin , Peter J.
Ames , Robert G.	Buckley , Richard D.	Daley , Henry J.
Anderson , Lars E.	Burdett , James R.	Davis , Michael C.
Aragon, Rebecca M.	Burnley , James H. IV	Deal , Jill B.
Atlas , Harry I.	Burton, Robert A.	Debolt , Paul A.
Auberger , Marcia A.	Bushnaq , Darek S.	Deeley , C. Carey Jr.
Ayres , Jeffrey P.	Callari, Carollynn H.G.	DeLong , Stephanie L.
Baader , Michael J.	Calvert , Walter R.	Devaney , William H.
Babayi, Robert	Capute , Courtney G.	Dolan , William D. III
Bailey , Claude E.	Chammas, Daniel B.	Donovan , William J.
Baker , Constance N.	Christner , Wallace E.	Dunbar , James A.
Baldrige , J. Douglas	Ciatto , Frank A.	Dunn , Jeffrey A.
Barnes, Jeffrey A.	Cirulnick , Arthur E.	Dvorak , James P. Jr.
Baskin , Maurice	Cividanes , Emilio W.	Edlavitch , Susan T.
Bayh , Birch E. Jr.	Civiletti , Benjamin R.	Elling , Terry L.
Beaty , John B.	Clancy , Patrick L.	Emhoff , Douglas C.
Beeman , E. Ray	Cohen, Bradford	Esty , JoAnna M.
Bechamps, Anne-Therese	Cohen, Rory M.	Evans , Edward S. III
Blinken, Sally G.	Colaizzi , Roger A.	Fales , Lisa Jose
Block , Joseph G.	Constantine, George E.	Farnum, David
Bolger , Robert J.	Cook , Bryson L.	Ferrell , Michael J.
Borkowski, George M.	Cooke , Lawrence H. II	Flyer , Michael R.
Boyle , Edward Patrick	Cooney , John F.	Foley, Danielle R.
Braker , Gregory S.	Coston , William D.	Foster, Michael D.
Brandenstein , Henry F. Jr.	Craig, Ashley	France , Thomas W.
	Cross , Gregory A.	Frerichs, Herbert D. Jr.

Frey, Richard J.
 Gaarder , Christina L.
 Gallagher , Stephen K.
 Garfinkel, Michael
 Garinther , Geoffrey R.
 Garrote , Nora E.
 Gately , Caroline Petro
 Geis , Robert H. Jr.
 Gendron , Andrew
 Gesner , Lawrence H.
 Gilden, Robin C.
 Gill, Gregory M.
 Glancz , Ronald R.
 Glasgow , Paul T.
 Glynn , Edward F. Jr.
 Goewey , David W.
 Gollin , Michael A.
 Gonya , Jeffrey K.
 Goodman , Leonard S.
 Gottlieb , Robert G.
 Gray , James E.
 Green, Douglas H.
 Grunberg , Nancy R.
 Guben , Jan K.
 Haddaway , Keith G.
 Hailey , Gary D.
 Hamel , W. Warren
 Hanks , James J. Jr.
 Hardway , Kathleen S.
 Harrison , Mark B.
 Harrison , Todd A.
 Harting, Marta D.
 Hauptman , Gregory B.
 Heard , C. Stephen Jr.
 Heubeck , David J.
 Heyward , Peter E.
 Hill , Jon-Jamison
 Hill , M. King III
 Hinckley, Elias B.
 Hobbs , Ann S.
 Hoffman , Kenneth R.
 Hoffman , Robert A.
 Hommer , J. Scott III
 Horn , Todd J.
 Horowitz , Philip M.
 Howard , John B.
 Hughes , Elizabeth R.

Ingis , Stuart P.
 Jackson , Linda M.
 Jacoby , Aaron
 Johnson , Thora A.
 Johnson , Treazure R.
 Johnston , George W.
 Joyce , Frederick M.
 Kaminski , Jeffri A.
 Kaplun , Paul T.
 Karceski, David
 Katz , Lawrence A.
 Kaufman , Joshua J.
 Kelly , Thomas J. Jr.
 Kemp , Paul F.
 Kettel, David
 Killefer , Campbell
 Kinberg , Robert
 Kirchanski , Stefan J.
 Knowles , Jeffrey D.
 Kolkin , Mitchell
 Kroupa , Sharon A.
 Kurzweil , Jeffrey
 Lalle , A. Wayne Jr.
 Landry , Brock R.
 Larkin, Edwin M.
 Leber , Michael A.
 Lee, Tony S.
 LeMoult , Brendan J.
 Lencz , Norman
 Levy, David M.
 Lewis-Eng , Claudia A.
 Lingan , Thomas M.
 Lombard , Rebecca
 Goldsmith
 Luftman, Michael B.
 Lynyak, Joseph T. III
 MacWilliams , Michael B.
 Madden , Michael K.
 Madden , Thomas J.
 Mallon, Colleen M.
 Marshall , Stephen E.
 McCann , Clifton E.
 McCauley , John
 McDonald , Douglas B.
 McGowan , Patricia
 McLaughlin , Matthew T.
 Mellott , Christopher R.

Meyer , David C.
 Meyer , Lindsay B.
 Milliken , John G.
 Mirviss , Mitchell Y.
 Moore , Jerry A. III
 Morton , Charles J. Jr.
 Moylan , Daniel P.
 Mumane , Matthew T.
 Newlon , Jeanne L.
 Nifosi , Dana C.
 Nordwind , William R.
 O'Brien , Andrea I.
 O'Connor , Brian J.
 O'Neill, John J. Jr.
 Olchyk , Samuel
 Ossi , Gregory J.
 O'Toole , Edmund M.
 Parker , Bruce R.
 Parvis , Peter P.
 Pass , Caryn G.
 Pate, Christopher
 Pearson , Rebecca E.
 Petruzzelli , Julie A.
 Powers , Richard E. Jr.
 Price , Andrew D.
 Prisbe , John T.
 Quinn , Thomas H.
 Racine , Karl A.
 Radowich , Jeffrey J.
 Ramirez , Ted L.
 Reno , Russell R. Jr.
 Rice , David E.
 Richard, Julie
 Ritchie, George F.
 Roberts , Theodore F.
 Robinson , Michael W.
 Rodriguez , Maria E.
 Rose, Jason
 Rose, Jorian L.
 Rosenthal , Seth A.
 Rothschild , Lowell M.
 Rudd , Christopher L.
 Sangiamo , Dino S.
 Sartori , Michael A.
 Satterthwaite , Janet F.
 Schatzow , Michael
 Schlaff , Barbara E.

Schiffer, Michael D.
Schmelter , Joseph C.
Schwalb , Brian L.
Schwartz, David P.
Sega , A. Christopher
Sergent , Randolph S.
Shea , James L.
Sharpe , Ralph E.
Shelton , Robert A.
Shepherd , Kevin L.
Shepherd , Raymond V. III
Sherman , Davis V.R.
Sherman, Michael D.
Shull , Joe A.
Singh , Jagpreet
Slaughter , Kenneth S.
Smith , David S.
Smith , Edward A.
Smith , Herbert G. II
Smith , Robert G.

Starr , Judson W.
Stearns , Frank W.
Steinman , Melissa L.
Strachan , Nell B.
Strain , Paul F.
Strand , Margaret
Stierhoff, John R.
Sweeney, Mary Rosewin
Tavares , Lisa A.
Taylor , Ronald W.
Tenenbaum , Jeffrey S.
Thompson , Craig A.
Treanor , Gerard
Troup, James U.
Tucker , Stefan F.
Vecchio , Mark S.
Volner , Ian D.
Volpe , Michael J.
Wagner , Martha Jo
Waldman , Robert L.

Walsh , William L. Jr.
Warner , David R.
Washburne , Thomas D. Jr.
Wasserman , Richard L.
Webb , G. Stewart Jr.
Weissman, William R.
Wender , Edward L.
Whitwell , Ben D.
Wilhelm , John A.
Wilkins , Robert L.
Williams , Samantha M.
Wilson , D. Edward Jr.
Wright , Damon W.D.
Wright , James D.
Yurow , M. Jay
Zemil , Brian A.
Zink , John H. III
Zinkham , W. Robert
Zottola, A.J.

Check if applicable:

___ Additional Partnership information attached. *See Attachment to Paragraph C-3.*

4. ADDITIONAL INFORMATION

a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(a).*

b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). NONE

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(b).*

c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state). NONE

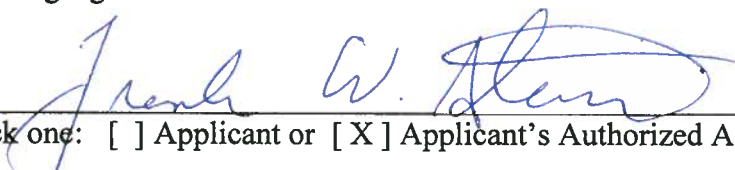
Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(c).*

D. COMPLETENESS

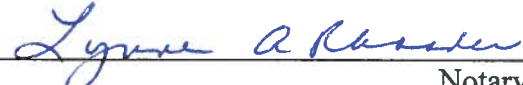
That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:


check one: ☐ Applicant or ☒ Applicant's Authorized Agent

Frank W. Stearns, Esq.
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 16th day of NOVEMBER 2009, in
the State/Commonwealth of VIRGINIA, in the County/City of FAIRFAX.


Notary Public

My Commission Expires: 6/30/10

